

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

HOWARD CHARATZ, Individually	)	No. 3:05-cv-02319-MLC-TJB
and On Behalf of All Others Similarly	)	<b>(Consolidated)</b>
Situated,	)	
	)	<u>CLASS ACTION</u>
Plaintiff,	)	
	)	[PROPOSED] ORDER GRANTING
vs.	)	LEAD PLAINTIFFS' MOTION FOR
	)	CLASS CERTIFICATION
AVAYA, INC., et al.,	)	
	)	
Defendants.	)	
	)	
<hr/>	)	

Having considered Lead Plaintiffs' Motion for Class Certification, and good cause appearing therefore, the Court ORDERS as follows:

IT IS HEREBY ORDERED:

1. Lead Plaintiffs' Motion for Class Certification is GRANTED.
2. This action shall proceed as a class action with the members of the Class consisting of all persons and entities who purchased or otherwise acquired the securities of Avaya, Inc. ("Avaya") between March 2, 2005 and April 19, 2005 (the "Class Period"), and who were injured thereby. Excluded from the Class are defendants, the officers and directors of Avaya during the Class Period, members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which defendants have or had a controlling interest.
3. District No. 9, I.A. of M. & A.W. Pension Fund, National Elevator Industry Pension Fund and City of Livonia Employees' Retirement System are appointed Class Representatives.
4. Coughlin Stoia Geller Rudman & Robbins LLP is appointed Class Counsel.
5. Cohn Lifland Pearlman Herrmann & Knopf LLP is appointed Liaison Class Counsel.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE MARY L. COOPER  
UNITED STATES DISTRICT JUDGE